

**Exhibit D**

Proposed Order

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:  
  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,  
  
as representative of  
  
THE COMMONWEALTH OF PUERTO RICO, *et  
al.*,  
  
Debtors.<sup>1</sup>

PROMESA  
Title III  
  
No. 17 BK 3283-LTS  
  
(Jointly Administered)

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FIRST ORDER (A) GRANTING IN PART THE TWO HUNDRED TWENTY-THIRD  
OMNIBUS OBJECTION (NON-SUBSTANTIVE) OF THE COMMONWEALTH OF  
PUERTO RICO TO CLAIMS ASSERTED AGAINST THE INCORRECT DEBTOR, (B)  
APPROVING FORM OF NOTICE, AND (C) GRANTING RELATED RELIEF

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Upon the *Notice of Presentment of Proposed Order (A) Granting in Part the Two  
Hundred Twenty-Third Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto  
Rico to Claims Asserted Against the Incorrect Debtor, (B) Approving Form of Notice, and (C)*

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

*Granting Related Relief*, dated October 23, 2020 (Docket Entry No. \_\_\_\_, the “Notice”),<sup>2</sup> filed by the Commonwealth of Puerto Rico (the “Commonwealth” or “Debtor”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole representative of the Debtor pursuant to Section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”), for entry of an order (i) approving the Satellite Hearing Notice (as defined below) and (ii) partially reclassifying the Claims to Be Modified via Notice of Presentment (as defined below), as more fully set forth in the Notice; and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306 of PROMESA; and it appearing that venue in this district is proper pursuant to section 307 of PROMESA; and the Court having found that the relief requested is in the best interests of the Debtor, its creditors, and other parties in interest; and the Court having found that the Debtor provided adequate and appropriate notice under the circumstances and that no other or further notice is required; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Two Hundred Twenty-Third Omnibus Objection is GRANTED IN PART as set forth herein; and it is further

ORDERED that the portions of claims identified in the column titled “Asserted” in Exhibit B hereto (the “Claims to Be Modified via Notice of Presentment”) are hereby partially reclassified to be claims asserted against PREPA, as indicated in the column titled “Corrected” in Exhibit B hereto; and it is further

ORDERED that the Satellite Hearing Notice is approved and shall be served on each of the claimants associated with the Claims to Be Set for Hearing; and it is further

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Notice.

ORDERED that the Debtors' right to object to the Claims to Be Modified via Notice of Presentment is reserved; and it is further

ORDERED that Prime Clerk, LLC, is authorized and directed, in the official claims register in the PROMESA cases, to move the claims identified in the column titled "Asserted" in Exhibit B hereto from the Title III case for the debtor(s) identified in the column titled "Asserted" in Exhibit B hereto to the Two Hundred Twenty-Third Omnibus Objection to PREPA's Title III Case (Bankruptcy Case No 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
San Juan, Puerto Rico

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LAURA TAYLOR SWAIN  
United States District Judge